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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

January 21, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Termination of Lease and Evidence of Sale (Schedule 002), dated as of January 3, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement and related documents which were previously filed with the Board under Recordation Numbers 23294, 23294-B and 23294-C.

The names and addresses of the parties to the enclosed document are:

Lessor:	Siemens Financial Services, Inc. 170 Wod Avenue South Iselin, NJ 088303
Lessee:	Wisconsin Central Ltd. c/o Canadian National Railway Company 935 de la Gauchetiere Street West Montreal, Quebec Canada H3W 2N1

Section Chief
January 21, 2011
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A description of the railroad equipment covered by the enclosed document is:

127 railcars TERMINATED within the series WC 20306 - WC 20501 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Termination of Lease and Evidence of Sale (Schedule 002)

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



✓ Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF TERMINATION OF LEASE AND EVIDENCE OF SALE
JAN 21 11 49 00 AM

(Schedule 002)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM is made and entered into as of January 3, 2011 by and between **SEIMENS FINANCIAL SERVICES, INC.** (the "Lessor") and **WISCONSIN CENTRAL LTD.** (the "Lessee").

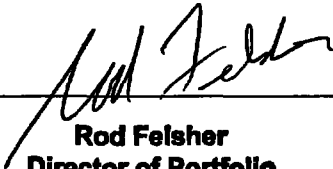
WITNESSETH:

1. **ICX Corporation** (the "Original Lessor") and Lessee entered into a Master Lease Agreement dated as of December 28, 2000, and Equipment Lease Schedule No. 002 dated as of December 28, 2000 thereto, as amended or supplemented, (collectively, the "Lease") originally covering one-hundred twenty-seven (127) 100-ton Plate B cushioned boxcars built in 1977 as more particularly described in Attachment 1 hereto (the "Cars") and in the Memorandum (as defined below);
2. To evidence the Lease (and the lease of certain other units of railroad rolling stock under schedules nos. 001 and 003 to such Master Lease Agreement), a Memorandum of Lease Agreement dated as of December 27, 2000 (the "Memorandum") was (i) filed at the Surface Transportation Board (the "STB") on December 28, 2000 at 9:16 A.M. with primary recordation number 23294 and (ii) deposited at the Registrar General of Canada (the "RGC") on December 27, 2000;
3. As of December 27, 2000, Lessee executed a bill of sale for the Cars in favor of Original Lessor which was (i) filed at the STB on December 28, 2000 at 9:18 A.M. with secondary recordation number 23294-B and (ii) deposited at the RGC on December 27, 2000;
4. Original Lessor and Lessor entered into a Master Sales Agreement dated as of June 7, 2005 (the "Master Sale Agreement") in respect of the Lease (and the leases of certain other units of railroad rolling stock);
5. To evidence the Master Sale Agreement as it pertained to the Lease, a Memorandum of Assignment of Schedule No. 002 to Master Lease Agreement dated as of June 16, 2005 was (i) filed at the STB on June 16, 2005 at 2:38 P.M. with secondary recordation number 23294-C and (ii) deposited at the RGC on June 17, 2005;
6. As of the date hereof, Lessor and Lessee desire to terminate the Lease of the Cars and evidence the transfer in title to the Cars to Lessee.

NOW THEREFORE, for good and valuable consideration, Lessor and Lessee hereby agree and acknowledge for the public record that (i) the Lease is terminated (except for such terms thereof which expressly survive termination), (ii) Lessee is now the owner of the Cars and (iii) any security interest in the Cars is hereby released.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.

SIEMENS FINANCIAL SERVICES, INC.,
Lessor

By: 
Rod Felsher
Director of Portfolio

WISCONSIN CENTRAL LTD.,
Lessee

By: 
John A.N. Lamont
Senior Manager Asset Finance

STATE OF NEW JERSEY, COUNTY OF MIDDLESEX, TO WIT:

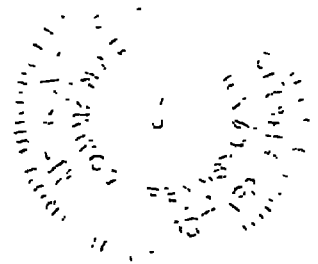
On this 5th day of January, 2011 before me personally appeared, Rod Felsher, to me personally known, who being by me duly sworn, says that he /she is a Director of Portfolio Management of SIEMENS FINANCIAL SERVICES, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

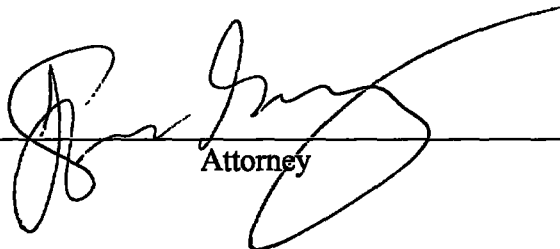
[Notarial Seal]

My commission expires:



PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this 10th day of January, 2011 before me personally appeared John A.N. Lamont to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of WISCONSIN CENTRAL LTD., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Attorney

Bar Number: 188726-2

ATTACHMENT I

DESCRIPTION OF EQUIPMENT

One hundred twenty-seven (127) 100-ton boxcars, Plate B, with end of car cushioning and 10' plug doors, originally built in 1977, bearing the following road marks and numbers:

(The cost of each of the below listed Boxcars is Twenty-Eight Thousand Dollars (\$28,000.00)).

WC 20306	WC 20387	WC 20421	WC 20451	WC 20479
WC 20307	WC 20388	WC 20422	WC 20452	WC 20480
WC 20312	WC 20389	WC 20424	WC 20453	WC 20481
WC 20314	WC 20390	WC 20425	WC 20454	WC 20482
WC 20322	WC 20391	WC 20426	WC 20455	WC 20483
WC 20328	WC 20392	WC 20428	WC 20456	WC 20484
WC 20340	WC 20393	WC 20429	WC 20457	WC 20485
WC 20346	WC 20394	WC 20430	WC 20458	WC 20486
WC 20352	WC 20396	WC 20431	WC 20459	WC 20487
WC 20353	WC 20400	WC 20432	WC 20460	WC 20488
WC 20360	WC 20401	WC 20433	WC 20461	WC 20489
WC 20369	WC 20402	WC 20434	WC 20462	WC 20490
WC 20370	WC 20403	WC 20435	WC 20463	WC 20491
WC 20372	WC 20404	WC 20436	WC 20464	WC 20492
WC 20374	WC 20406	WC 20437	WC 20466	WC 20493
WC 20375	WC 20407	WC 20438	WC 20467	WC 20494
WC 20377	WC 20408	WC 20439	WC 20468	WC 20495
WC 20378	WC 20409	WC 20440	WC 20469	WC 20496
WC 20379	WC 20410	WC 20441	WC 20470	WC 20497
WC 20380	WC 20411	WC 20443	WC 20471	WC 20498
WC 20381	WC 20413	WC 20444	WC 20473	WC 20499
WC 20382	WC 20414	WC 20445	WC 20474	WC 20500
WC 20383	WC 20416	WC 20446	WC 20475	WC 20501
WC 20384	WC 20417	WC 20447	WC 20476	
WC 20385	WC 20419	WC 20448	WC 20477	
WC 20386	WC 20420	WC 20449	WC 20478	